

List of Contact Persons (as required by Item 6)

- (a) Issues related to processing Application Lisa Derme (213) 489-2156 x246 lderme@bbcom.com
- (b) consumer issues Main Office (800) 987-1111, info@bbcom.com
- (c) customer complaint resolution (800) 987-1111 x230 disputes@bbcom.com
- (d) technical issues (800) 987-1111 x232 noc@bbcom.com
- (e) “tariff” and pricing issues 213-489-2156 x234 asantana@bbcom.com
- (f) 9-1-1 issues – not applicable
- (g) security/law enforcement Lisa Derme (213) 489-2156 x246 lderme@bbcom.com

2033709

FILED
In the office of the Secretary of State
of the State of California

AUG 20 1997

ARTICLES OF INCORPORATION
OF
BROAD BAND COMMUNICATIONS, INC.

Bill Jones
BILL JONES, Secretary of State

I.

The name of the corporation is BROAD BAND COMMUNICATIONS, INC.

II.

The purpose of the corporation is to engage in any lawful act or activity for which a corporation may be organized under the General Corporation Law of California other than the banking business, the trust company business or the practice of a profession permitted to be incorporated by the California Corporations Code.

III.


The name and address in the State of California of this corporation's initial agent for service of process is:

STEVEN J. HABER
Attorney at Law
12301 Wilshire Boulevard
Suite 600
Los Angeles, CA 90025-1007

IV.

This corporation is authorized to issue only one class of shares of stock; and the total number of shares which this corporation is authorized to issue is 1,000,000.

DATED: August 18, 1997.


STEVEN J. HABER

I hereby declare that I am the person who executed the foregoing Articles of Incorporation, which execution is my act and deed.


STEVEN J. HABER

203 3709
CERTIFICATE OF AMENDMENT

OF THE
ARTICLES OF INCORPORATION

OF

BROAD BAND COMMUNICATIONS, INC.,
a California corporation

FILED
in the office of the Secretary of State
of the State of California

OCT 6 1998

Bill Jones
BILL JONES, Secretary of State

Robert Bral hereby certifies that:

1. He is the duly elected President and Secretary of Broad Band Communications, Inc., a California corporation.

2. Article I of the Articles of Incorporation of this corporation shall be restated as follows:

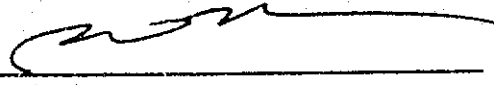
"The name of this corporation is Backbone Communications Inc."

3. The foregoing amendment has been duly approved by the directors of the corporation.

4. The foregoing amendment has been duly approved by the required vote of shareholders in accordance with Section 902 of the Corporations Code. The total number of outstanding shares of the corporation is 50,000. The number of shares voting in favor of the amendment equaled or exceeded the vote required. The percentage vote required was more than 50%.

I further declare under penalty of perjury under the laws of the State of California that the matters set forth in the foregoing certificate are true and correct of my own knowledge.

Dated: As of 9/30/, 1998.


Robert Bral,
President


Robert Bral,
Secretary

State of California
Secretary of State

**CERTIFICATE OF STATUS
DOMESTIC CORPORATION**

I, CATHY MITCHELL, Acting Secretary of State of the State of California, hereby
certify:

That on the 20th day of August, 1997, **BACKBONE COMMUNICATIONS INC.**
became incorporated under the laws of the State of California by filing its Articles
of Incorporation in this office; and

That said corporation's corporate powers, rights and privileges are not
suspended on the records of this office; and

That according to the records of this office, the said corporation is authorized to
exercise all its corporate powers, rights and privileges and is in good legal
standing in the State of California; and

That no information is available in this office on the financial condition, business
activity or practices of this corporation.

IN WITNESS WHEREOF, I execute this
certificate and affix the Great Seal
of the State of California this day
of March 16, 2005.



Cathy Mitchell

CATHY MITCHELL
Acting Secretary of State

Certificate of registration

Please verify that all of the information on your certificate is correct. If you need to make any corrections you must contact us immediately. If all of the information is correct, display your certificate at the location printed on the certificate.



Illinois Department of Revenue
REG-2-A Certificate of Registration

IBT no. : 3654-5465
Loc. code: 203-0099 9 001

The person or business listed below is authorized to do business in Illinois.
This certificate must be visibly displayed at the location listed below.

BACKBONE COMMUNICATIONS INC
515 S FLOWER ST STE 4350
LOS ANGELES CA 90071-2222

Authorized tax:
Telecommunications Excise Tax

License number:
T 06422



F-RIS629- 000,290

(N-2/02)

This certificate is nontransferable.


Director of Revenue

3:57 PM

02/27/06

Accrual Basis

Backbone Communications, Inc
Summary Balance Sheet
As of December 31, 2005

	<u>Dec 31, 05</u>
ASSETS	
Current Assets	
Checking/Savings	125,354.49
Accounts Receivable	312,123.78
Other Current Assets	<u>34,924.51</u>
Total Current Assets	472,402.78
Fixed Assets	357,153.14
Other Assets	<u>87,750.00</u>
TOTAL ASSETS	<u>917,305.92</u>
LIABILITIES & EQUITY	
Liabilities	
Current Liabilities	
Accounts Payable	95,444.16
Credit Cards	50,801.02
Other Current Liabilities	<u>285,082.24</u>
Total Current Liabilities	431,327.42
Long Term Liabilities	<u>7,403,728.19</u>
Total Liabilities	7,835,055.61
Equity	<u>(6,917,749.69)</u>
TOTAL LIABILITIES & EQUITY	<u>917,305.92</u>

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02/27/06

Accrual Basis

Backbone Communications, Inc
Profit & Loss
 January through December 2005

	Jan - Dec 05
Ordinary Income/Expense	
Income	
4100 · Network Services	
4110 · Voice Services	3,671,526.79
4120 · Local Loop & Port	395,297.44
4125 · Colocation	
4126 · Colocation - Space	6,276.93
4127 · Colocation - Power	7,025.39
Total 4125 · Colocation	13,302.32
4130 · PTP [Point to Point]	155,357.49
4140 · Video Services	1,872.00
4150 · Frame	13,270.48
4160 · Internet Services	546,447.64
4180 · IP-MPLS	145,342.11
4100 · Network Services - Other	3,385.79
Total 4100 · Network Services	4,945,802.06
4500 · Equipment Sales-Customers	
4520 · Equipment Lease/Rental	
4570 · Installation Charges	73,380.00
Total 4500 · Equipment Sales-Customers	73,380.00
4700 · Other Charges & Services	
4705 · Voice Routing Change Charge	100.00
4710 · DNS/IP Maintenance	3,350.00
4720 · Early Termination/Cancel Fees	110,763.74
4730 · PVC Affecting Order Change	1,625.00
4750 · Late Charges & Other Fees	38,833.61
4760 · Payphone Administration Fee	13,432.69
4770 · Training & Consulting Services	900.00
4780 · Shipping Charges	50.02
4790 · Returned Check Charges	25.00
Total 4700 · Other Charges & Services	169,080.06
4900 · Miscellaneous Income	
4920 · Business Property Sales	1,941.40
4930 · Bad Debt Recovery	11,000.00
4900 · Miscellaneous Income - Other	17,679.94
Total 4900 · Miscellaneous Income	30,621.34
Total Income	5,218,883.46
Cost of Goods Sold	
5500 · Returns & Allowances	
5520 · Usage/Outage Allowances	5,516.04
Total 5500 · Returns & Allowances	5,516.04
Total COGS	5,516.04
Gross Profit	5,213,367.42
Expense	
6100 · Network Access Operating Exp.	
6110 · Network Services -	
6112 · Core Network Services -	
6112-1 · A-Links & Signaling (Core)	58,809.84
6112-2 · Cross Connects (Core)	77,780.13
6112-3 · Private Lines (Core)	494,358.99
Total 6112 · Core Network Services -	630,948.96
6113 · Edge Network Services	472,713.51

Backbone Communications, Inc
Profit & Loss
January through December 2005

	Jan - Dec 05
Total 6110 · Network Services -	1,103,662.47
6111 · Colo / Power	134,185.49
6114 · Internet	100,138.29
6116 · Voice -	
6116-1 · PRI	2,523.00
6116-2 · Terminations / Originations	2,076,487.82
Total 6116 · Voice -	2,079,010.82
6118 · DID Originations	35,012.57
6120 · POP location phone numbers	2,586.28
6125 · Permits & Registration Fees	5,911.09
6130 · Consultant / Tech Assist	30,316.52
6140 · Electrical Supplies & Parts	3,101.44
6150 · Repairs & Maintenance	49,220.00
6155 · Installation	6,260.00
6180 · Routing Database Subscription	4,320.19
Total 6100 · Network Access Operating Exp.	3,553,725.16
6200 · Payroll Expense	
6210 · Salaries & Wages	
6210-05 · Accounting	46,602.71
6210-10 · Administrative	132,066.48
6210-15 · Engineering	167,936.94
6210-20 · Marketing	114,614.01
6210-30 · Sales	160,307.35
Total 6210 · Salaries & Wages	621,527.49
6220 · Payroll Taxes	
6221 · FICA	48,241.24
6223 · FUTA	1,627.50
6225 · CA SUI	8,700.11
6226 · CA Training Tax	161.11
Total 6220 · Payroll Taxes	58,729.96
6240 · Payroll Fees	1,992.45
6250 · Workers Compensation Insurance	7,662.64
6260 · Group Health Insurance	
6261 · Medical Insurance	21,237.35
6262 · Dental Insurance	2,081.01
6269 · Insurance - Owner	2,571.00
Total 6260 · Group Health Insurance	25,889.36
6270 · Employee Benefits	
6273 · Christmas Party	3,057.45
6274 · Gifts	270.20
Total 6270 · Employee Benefits	3,327.65
Total 6200 · Payroll Expense	719,129.55
6300 · Bad Debt Expense	42,364.54
6400 · Depreciation & Amortization	
6450 · Depreciation Expense	307,431.00
Total 6400 · Depreciation & Amortization	307,431.00
6500 · Insurance-General Business	
6510 · Business Liability Insurance	1,759.53
Total 6500 · Insurance-General Business	1,759.53
6550 · Licenses, Permits, Fees	
6551 · Licenses & Permits	22,871.79
6555 · Property Tax (Unsecured)	1,708.43

Backbone Communications, Inc
Profit & Loss
January through December 2005

	Jan - Dec 05
6556 · Property Tax (Secured)	658.29
Total 6550 · Licenses, Permits, Fees	25,238.51
6600 · Occupancy Costs	
6610 · Rent Expense	
6611 · Office Space	71,878.36
Total 6610 · Rent Expense	71,878.36
6620 · Parking	
6622 · Employee Parking	16,929.40
6623 · Guest/Consultants Parking	570.00
Total 6620 · Parking	17,499.40
Total 6600 · Occupancy Costs	89,377.76
6650 · Office Expense	
6651 · Computer Services & Supplies	33,097.51
6652 · Moving & Storage Expense	12,595.11
6655 · Office Supplies	5,168.44
6656 · Printing and Stationery	432.77
6659 · Office Miscellaneous Expense	1,959.16
Total 6650 · Office Expense	53,252.99
6700 · Professional & Outside Services	
6710 · Accounting Fees	2,650.00
6720 · Consulting & Other Services	
6721 · Consultant Fees	1,750.95
6724 · Reimbursed Expenses	(4,858.09)
6725 · Travel & Lodging - Consultants	288.07
Total 6720 · Consulting & Other Services	(2,819.07)
6730 · Legal Fees	24,209.35
6740 · Outside Services	2,106.49
Total 6700 · Professional & Outside Services	26,146.77
6780 · Repairs & Maintenance	
6782 · Computer Repairs	1,172.75
6784 · Furniture & Fixtures Repairs	75.00
6786 · Office Equipment Maintenance	495.00
Total 6780 · Repairs & Maintenance	1,742.75
6800 · Shipping, Postage & Delivery	
6810 · Postage and Delivery	5,193.70
6800 · Shipping, Postage & Delivery - Other	
Total 6800 · Shipping, Postage & Delivery	5,193.70
6840 · Taxes	(25,411.10)
6850 · Telephone	
6851 · Office Telephones	8,196.19
6855 · Cellular/Pager	2,813.33
Total 6850 · Telephone	11,009.52
6900 · Other Operating Expenses	
6910 · Auto Expense	
6913 · Tolls & Parking	86.00
Total 6910 · Auto Expense	86.00
6940 · Dues and Subscriptions	4,912.68
6943 · Membership Fees	76.25
6950 · Hiring & Recruitment Expense	2,825.00
6970 · Finance/Late Charges	820.14
6980 · Meals & Ent (Local) - Op	3,143.61

Backbone Communications, Inc
Profit & Loss
January through December 2005

	Jan - Dec 05
6990 · Penalties	303.85
6999 · Uncategorized Expenses	
Total 6900 · Other Operating Expenses	12,167.53
7100 · Advertising	
7120 · Domain & Web Hosting	3,625.22
Total 7100 · Advertising	3,625.22
7200 · Selling Expenses	
7210 · Commissions-Sales Agents	142,338.85
Total 7200 · Selling Expenses	142,338.85
7400 · Marketing Expenses	
7420 · Direct Mail Expenses	2,425.00
7440 · Marketing Expense	9,569.20
7480 · Trade Shows	150.00
Total 7400 · Marketing Expenses	12,144.20
7500 · Travel & Entertainment	
7510 · Airfare & Other Transportation	3,354.67
7511 · Car Rental	940.73
7513 · Lodging	1,988.41
7515 · T/E - Meals & Entertainment	1,987.91
7516 · T/E - Parking/Taxi	623.92
Total 7500 · Travel & Entertainment	8,895.64
7600 · Education & Training Expenses	
7610 · Books & Magazines	163.76
7640 · Seminars & Conferences	
7641 · Conf Fees	160.00
7642 · Conf Lodging	350.96
7644 · Conf Transportation & Parking	638.80
Total 7640 · Seminars & Conferences	1,149.76
Total 7600 · Education & Training Expenses	1,313.52
Total Expense	4,991,445.64
Net Ordinary Income	221,921.78
Other Income/Expense	
Other Income	
8100 · Interest Income	35.46
Total Other Income	35.46
Other Expense	
8500 · Interest Expense	308,001.88
Total Other Expense	308,001.88
Net Other Income	(307,966.42)
Net Income	(86,044.64)